MIC

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Republic of the Union of Myanmar
Form - (2)
Sr.No. 043 - B
Date 29.1.2016
Myanmar Investment Commission

Permit No. 1045 / 2016 Date 29th, January 2016

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. LIAW YIT MING

(b) Citizenship MALAYSIAN

(c) Address 6 KENG CHIN ROAD, #05-05 CYAN, SINGAPORE 258709

(d) Name and Address of Principal Organization PARKWAY HEALTHCARE INDO - CHINA PTE. LTD. 111 SOMERSET ROAD #15-01 TRIPLEONE SOMERSET SINGAPORE 238164

(e) Place of Incorporation SINGAPORE

(f) Type of Investment Business PRIVATE HOSPITAL SERVICES

(g) Place(s) at which Investment is permitted PLOT NO. 10B, MYAY TAING BLOCK NO.20F, CORNER OF PYAY ROAD AND BOGYOKE AUNG SAN ROAD, LANMADAW TOWNSHIP, YANGON REGION

(h) Amount of Foreign Capital US$ 54.44 MILLION

(i) Period for Foreign Capital Brought in WITHIN SEVEN YEARS AFTER THE ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 87.10 MILLION (INCLUDING US$ 54.44MILLION)

(k) Construction period 4 YEARS

(l) Validity of investment permit 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of company incorporated in Myanmar ANDAMAN ALLIANCE HEALTHCARE LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၁၀၄၅ / ၂၀၁၆ ၂၀၁၆ ခုနှစ် ဇန်နဝါရီလ ၂၉ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ-၁၃၊ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် MR. LIAW YIT MING

(ခ) နိုင်ငံသား MALAYSIAN

(ဂ) နေရပ်လိပ်စာ 6 KENG CHIN ROAD, #05-05 CYAN, SINGAPORE 258709

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ PARKWAY HEALTHCARE INDO - CHINA PTE. LTD. 111 SOMERSET ROAD #15-01 TRIPLEONE SOMERSET SINGAPORE 238164

(င) ဖွဲ့စည်းရာအရပ် SINGAPORE

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား PRIVATE HOSPITAL SERVICES

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ် ၁၀B၊ မြေတိုင်းရပ်ကွက် အမှတ် ၂၀F၊ ဗိုလ်ချုပ်အောင်ဆန်းလမ်းနှင့်ပြည်လမ်းထောင့်၊ လမ်းမတော် မြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၅၄.၄၄ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး ၇ နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၈၇.၁၉ သန်းနှင့် ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၅၄.၄၄ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၄ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် ANDAMAN ALLIANCE HEALTHCARE LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.1 Thitsar Road, Yankin Township, Yangon
Tel: 95-01-658130
Fax: 95-01-658142

Our ref: DICA-5(O)/FI-012/ 2016(043-B)
Date : 29th January 2016

Subject : **Decision of the Myanmar Investment Commission on the Proposal for " Private Hospital Services" under the name of "Andaman Alliance Healthcare Limited"**

Reference: Ministry of Health Letter No. 5 Ma Ka (Ma) 2015/18330 dated (20.10.2015)

1. The Myanmar Investment Commission, at its meeting (1/2016) held on 15th, January 2016 had approved the proposal for investment in "Private Hospital Services " under the name of " Andaman Alliance Healthcare Limited " submitted as a joint venture between Parkway Healthcare Indo - China Pte. Ltd. (52%), Macondray Holdings Pte. Ltd. (10.5%) from the Republic of Singapore and Global Star Company Limited (16%), AMMK Medicare Company Limited (21.5%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 50(fifty) years and extendable 10 (ten) years in 2(two) times. The term of the Build, Operate and Transfer Agreement shall be initial 50(fifty) years commencing from the Initial Lease Term Commencement date between Andaman Alliance Healthcare Limited and Ministry of Health, extendable for 10(ten) years in 2 (two) times subject to the approval of Myanmar Investment Commission. On the expiry of the Build, Operate, and Transfer Agreement, Andaman Alliance Healthcare Limited shall transfer the leased land together with any fixtures and other immovable property to the Ministry of Health within 3(three) months without any consideration.

4. Andaman Alliance Healthcare Limited shall provide the land use premium equivalent to the amount of US$ 2,000,000 (United States Dollar two million only) per acre in favour of Ministry of Health in three instalments as follow-

(a) the first instalment of 30% (thirty percent) shall be paid no later than 3 months from the date of execution of this Agreement;

(b) the second instalment of 30% (thirty percent) shall be paid no later than 6 months from the date of execution of this Agreement; and

(c) the final instalment of 40% (forty percent) shall be paid no later than 42 months from the date of execution of this Agreement;

5. The annual rent for the initial Lease Term shall be US$18 per square metre of 75% of the gross or total floor area of the Hospital. The rate of annual rent shall be reviewed and revised in view of prevailing land lease rates after every 5(five) years period and the increase rate shall not be more than 5% of the preceding annual rent.

6. In issuing this "Permit," the Commission has granted, the followings exemptions and reliefs as per Chapter XII, section 27(a), (h) and (i) of Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machineries, equipments, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

7. Andaman Alliance Healthcare Limited shall have to sign the Build, Operate, and Transfer Agreement with the Ministry of Health. Moreover, AMMK Medicare Company Limited shall have to sign the joint venture agreement with Parkway

Healthcare Indo - China Pte. Ltd., Macondray Holdings Pte. Ltd. and Global Star Company Limited. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

8 Andaman Alliance Healthcare Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

9. The investor or promoter shall apply the commencement date of commercial operation with Form(11) for their hospital business and reported to the Commission in accordance with Foreign Investment Rule 97.

10. Andaman Alliance Healthcare Limited shall have to obtain private specialist clinic licence from the Ministry of Health and shall have to abide the terms and conditions stated in the licence. In addition, Andaman Alliance Healthcare Limited shall abide by the Private Health Care Law, rules, regulations and procedures of the Ministry of Health.

11. Andaman Alliance Healthcare Limited shall use its best efforts for timely of realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

12. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter 1, section 2(i) of the Foreign Investment Law, other than foreign currency.

13. Andaman Alliance Healthcare Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 12(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

14. Andaman Alliance Healthcare Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

15. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, a State of emergency, insurgency and outbreak of wars.

16. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the Andaman Alliance Healthcare Limited cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

17. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of Foreign Investment Law and Andaman Alliance Healthcare Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

18. Andaman Alliance Healthcare Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

19. Andaman Alliance Healthcare Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over

and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

20. Andaman Alliance Healthcare Limited shall have to abide by the Fire Services Department's rules, regulation directives and instructions. Moreover, fire prevention measures shall have to undertake and install such as fire alarm system, fire detection system, fire fighting system, fire extinguishers and underground water tanks.

21. Andaman Alliance Healthcare Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Initial Environmental Examination (IEE) and an Environmental Management Plan (EMP) which describes environmental funds, waste management plan, observation plan and the measure for preventing, mitigation and monitoring the significant envitonmental impacts resulting from the implementation and operation or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law, rules and regulations under the Ministry of Environmental Conservation and Forestry.

22. Payment of principal and interest of the loan shall be made out of the services income of Andaman Alliance Healthcare Limited

23. Andaman Alliance Healthcare Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)

Chairman

Andaman Alliance Healthcare Limited

c/o Ministry of Health

cc:

1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs

3. Ministry of Foreign Affairs
4. Ministry of Health
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Commerce
9. Ministry of Finance
10. Ministry of National Planning and Economic Development
11. Ministry of Labour, Employment and Social Security
12. Central Bank of Myanmar
13. Office of the Yangon Region Government
14. Director General, Fire Services Department
15. Director General, Department of Medical Services
16. Managing Director, Myanma Electric Power Enterprise
17. Director General, Immigration and National Registration Department
18. Director General, Directorate of Trade
19. Director General, Internal Revenue Department
20. Director General, Customs Department
21. Managing Director , Myanma Foreign Trade Bank
22. Managing Director, Myanma Investment and Commercial Bank
23. Managing Director, Myanma Insurance
24. Director General, Directorate of Investment and Company Administration
25. Director General, Directorate of Labour
26. Yangon City Development Committee
27. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)